

**EVIDENCE OF TRANSFER OF CLAIM**

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Seaport Loan Products LLC ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Seaport Global Asset Management V-PORT LLC ("Assignee") 45.40% of the 503(b)(9) Administrative Priority Claim or \$197,000.00 of its right, title, interest, claims and causes of action in and to, or arising under or in connection with its 503(b)(9) Administrative Priority claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), against Sears Holdings Corporation, et al., (the "Debtor"), the debtor in Case No. 18-23538 ("Case") pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 131) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to the Assignee.

**IN WITNESS WHEREOF**, this EVIDENCE OF TRANSFER OF CLAIM is executed this 26th day of December 2019

**SEAPORT LOAN PRODUCTS LLC**

By:   
Name: Victor K. Kurylak  
Title: Authorized Signatory

**SEAPORT GLOBAL ASSET MANAGEMENT V-PORT LLC**  
**BY: Seaport Global Asset Management, its investment manager**

By:   
Name: Michael Ring  
Title: CFO